European AIDS Treatment Group,
EATG
Operating Guidelines
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Introduction

This sourcebook contains the Operating Guidelines, policies and procedures, which control the operation of the EATG, and is intended as an aid to organisational memory and transparent decision-making of the EATG. The Guidelines settle on the EATG’s Mission, describes the responsibilities of the Board of Directors, Working Groups, officers, staff and members and provides guidance on how to meet those responsibilities in accordance with current legislation and good practice.

Every member receives a copy of the Operating Guidelines by email when they join the organization and after every update.

All members are required to respect the Constitution and follow the Term of References approved by the General Assembly in their dealings on behalf of the EATG.

1. Review

The Operating Guidelines are reviewed annually to ensure that they remains consistent with legislation and good practice and continues to be an essential tool for the Board of Directors, staff, members and Working Groups, in managing the fulfilment of the EATG’s Mission and Operational Plan.

A report on the year’s changes is provided by the Development Membership Advisory Group, who is responsible for developing these Guidelines, at the Annual General Assembly.

In between General Assemblies any change to the Term of References needs a decision taken by the Board of Directors with a two/thirds majority. This decision remains in force until it is either ratified or amended at the next General Assembly.

2. Drafting Term of References

Any member or member of staff can prepare a Term of Reference for the EATG to adopt.

Term of References should be written in plain English with clear definitions of any terms, which have a special meaning. Term of References should be as short as possible.

All draft Term of References should be clearly marked “draft” or “Working” documents until ratified by the General Assembly. To maintain a clear and alike Term of Reference it’s advisable to consult the Development Membership Advisory Group when preparing a draft.

Term of References should include the context, rationale and objectives and explain how this Term of reference links with the Constitution and other Term of References in the EATG Operating Guidelines.
3. Reviewing Term of References

Each Term of Reference should mention the date of its last review. Terms of References are reviewed at an annual basis by amending the changes as agreed upon during the General Assembly.

4. Agreeing to Term of References

Membership consultation

It is important that:

- Term of Reference changes and new Terms of References are out for consultation for the membership on the extranet for one month.
- Feedback is provided to the proposing body that will come up with an amended version which will be forwarded to the BOD for adoption.

Approval by the board

Draft Term of References are considered and adopted by the Board of Directors. On occasion they may be proposed directly to the next General Assembly, with the normal advance notification. The Board may ask for changes, clarifications or refinements or choose to reject, amend or approve the draft protocol by a 2/3 majority.

It is the collective responsibility of the Board of Directors to take constitutional, legal or financial advice to ensure that the proposed new Term of Reference does not violate the Constitution, the decisions of the General Assembly or relevant German law.

It is the responsibility of the Executive Director to ensure that the Term of Reference and any amendments agreed by the Board are correctly recorded and that an amended version is circulated to the Board for verification before distribution.

Once the final version of a Term of Reference is agreed by the Board it will come into force as soon as it has been sent out to members. Each Term of Reference remains a draft or working Term of Reference until it has been ratified at a General Assembly. The date and minute of ratification is detailed under each protocol like this:

| Date | 
|------|---|
| Draft, proposed by X Working Group (minute number #...) |
| Adopted as a Working Term of Reference by the Board (minute #...) |
| Ratified by General Assembly (minute number #...) |
Confirmation by the GA

All new Term of References or amendments must be put as proposals to the next General Assembly for ratification or amendment by the Assembly. This does not affect the right of the General Assembly to propose motions and amendments to the above documents.

After ratification of the Term of Reference at the General Assembly the Term of Reference will be implemented.

It is the responsibility of the Secretary (which may be delegated to the Executive Director) to ensure that the new Term of Reference is effectively distributed to all members. All members should respect the approved Term of References and implement them.
EATG
Mission Statement

The European AIDS Treatment Group (EATG), founded in 1992, is a co-operative structure of people from different nationalities and communities affected by HIV/AIDS in Europe and elsewhere.

The EATG is a registered charitable association (eV) under German law with a Secretariat in Brussels, Belgium.

**Official address:** Mettmanner Straße 24-26, 40233 Düsseldorf, Germany

**Secretariat:** Place Raymond Blyckaerts 13, 1050 Brussels, Belgium

5. Guiding Principles

The EATG shall:

- Be democratic and accountable, transparent and accessible to its members, people living with HIV, and their advocates
- Reflect in its membership the diversity of people living with HIV and their advocates
- Respect the diversity of people regarding considerations such as religion, gender, sexual preference and lifestyle.
- Work to complement and collaborate with other relevant groups.
- Prioritize and regularly evaluate its activities according to its objectives, cost effectiveness, and fairness.

6. Mission

To achieve the fastest possible access to state of the art medical products and devices, and diagnostic tests that prevent or treat HIV infection or improve the quality of life for people living with HIV, or at risk of HIV infection. In responding to HIV, the EATG will also consider diseases frequently seen as co-infections in persons living with HIV, as well as other health issues that increase the risk of HIV infection.
The primary geographic focus of the EATG is the member states served by the World Health Organization Regional Office for Europe; however, the EATG will consider opportunities to collaborate with and support similar efforts in other parts of the world.

7. Objectives

The objectives of the EATG are:

- To enable people with HIV or at risk of HIV infection, and their advocates, to provide significant input into the process of developing, testing and approving HIV treatments. When used in this statement HIV treatments mean medical devices and products and diagnostic tests that prevent or treat HIV infection or improve the quality of life of people living with HIV.
- To advocate for best practices of care and treatment for all persons living with HIV/AIDS.
- To advocate for the rapid introduction of existing and new HIV and co-infection (hepatitis and TB) treatments, medical devices and products and diagnostic tests.
- To promote the availability of appropriate information about HIV, Hepatitis and TB treatments for people with HIV, their health care providers, and health policy makers.
- To advocate for changes in legislation and patent law, and for the medical evaluation of generic medicines that would promote the availability of lower-cost HIV treatments.
- To advocate for changes in legislation and policies affecting the health, rights and quality of life of people living with HIV.

8. Methods

The EATG may employ the following methods to achieve its objectives:

- Conducting training sessions on HIV treatments and advocacy.
- Training people to become HIV treatment trainers.
- Translating, publishing and disseminating HIV and co-infections treatment materials.
- Acting in an advisory capacity to pharmaceutical companies, government agencies, and scientific researchers and other relevant bodies.
- Representing the community perspective in the planning and presentation of scientific conferences and other meetings on HIV issues.
• Advocacy and activism directed towards organisations and individuals; and conducting its activities through Working Groups, each consisting of people interested in a particular issue related to HIV.

• Networking and collaborating with organisations dealing with:
  
  o HIV infection.
  o Illnesses frequently seen in persons living with HIV, such as hepatitis C and tuberculosis.
  o Substance use and harm reduction.
  o Rights of certain populations affected by HIV, such as incarcerated persons and migrants, MSM, sex workers, transgender, and intravenous drug users.
  o Human rights more generally.
1. Constitutional powers

The General Assembly is the highest decision making body of the EATG, which can make or overturn any decisions subject only to:

- German civil and tax law in relation to Charitable Associations
- The Constitution
- Due notice being given of agenda items that require decision
- There being a quorum of 50% + 1 of the ordinary membership represented in person or by proxy. Each voting member present can hold a maximum of two proxies. In case this quorum is not reached a subsequent General Assembly can be called immediately, which will be a quorum with the membership represented in person or by proxy.

The General Assembly is called at least annually by the Board of Directors with at least four weeks written notice. A detailed agenda, the full Internal Auditors report and summaries of budget proposals, financial reports, and Board of Directors reports should be delivered to all members at least four weeks in advance preferably by email, by post or by fax.

Full versions of budget proposals, financial reports, and Board of Directors reports have to be sent out one week in advance.

It is open to all members to attend but not to the public. Members who cannot attend may nominate a proxy. The Assembly may or may not allow the presence of guests for all or part of the General Assembly by simple majority vote.

Extraordinary General Assemblies may be called by:

- The Board of Directors
- A request of a quarter of the ordinary members giving written reasons

Extraordinary General Assemblies have the same notice as the Annual General Assembly, but need only address the specific issues notified rather than the full list of reports and decisions that need to be addressed by the Annual General Assembly.
2. Delegation of Authority

The Board of Directors, staff, members and Working Groups of the EATG are bound to decisions taken by the General Assembly.

3. Standing orders for conducting the General Assembly

The business of the General Assembly is conducted in English. German translations are made of certain records and minutes in accordance with German Law and the Constitution.

4. Chairing the Assembly

The General Assembly elects the chair of the Assembly. The Board of Directors may approach members in advance of the General Assembly and recommend these members as chair to the General Assembly.

The chair has the following roles and responsibilities:

- To validate the call for the GA, there being a quorum and the presence of staff/guests
- To direct the meeting and facilitate effective decision-making and ensure that disagreements are handled in a civilised manner.
- To facilitate the process of the meeting via time-management, determination of the order (and variety) of speakers etc.
- To ensure the implementation of standing agenda items as mentioned in the Constitution.
- To intervene in conflicts (e.g. require a person to leave the meeting) or suspend the meeting for a period of time if personal antagonisms appear to be obstructing proceedings.
- To ensure a correct voting process.

5. Standing agenda items

The person delegated to chair the General Assembly must ensure that the following are standing agenda items (in accordance with §5 of the Constitution):

1. Election of the GA chair
2. Changes and additions to the agenda.
3. Election of three Vote Counters.
4. Report from the Chair of the Board of Directors.
5. Update on the membership status
6. Report from the Secretary of the Board of Directors

7. Report from the Internal Auditor

8. Exonerating the Board of Directors.

9. Reports from the Working Groups and Ombudspersons

10. Report from the Treasurer of the Board of Directors

11. Approval of the accounts

12. Defining amount of membership fee

13. Deciding on the next year’s budget and work plan

14. Deciding on Constitutional changes

15. Proposals for amendment and adoption of Terms of References developed since the last General Assembly.

16. Deciding on proposals received from the membership

17. Presentation of elected Working Groups chairs and co-chairs

18. Setting up or closing down Working Groups, establishing or amending their terms of reference

19. Election of Internal Auditors

20. Election of Ombudspersons

21. Deciding on the number of members of the Board of Directors

22. Electing the Board of Directors

23. Any other Business (AOB)

Proposals to change the Constitution or terminate the EATG must be notified in the invitation to any Assembly.

All motions should be submitted by 6pm on the day before the GA. In case of motion submitted after the above deadline, DMAG reserve the right to ask for a necessary break to check the proposed motion against the EATG constitution and operating guidelines.

In order to comply with legal requirements (6 months running costs), the GA authorises the BoD to increase the reserve to match the actual running costs of the office.
6. Moving to decisions

The chair of the GA is in charge of the correct voting and decision-making procedures according to the EATG Constitution and the approved Term of References. The final legal liability remains however with the Board of Directors.

The right to vote is limited to the ordinary members, who may exercise this right either in person or by written proxy. Any ordinary member can hold maximum two proxies. Supporting members have the right to speak, make proposals and call for decisions but they do not have the right to vote.

After presenting and clarifying the proposal a reasonable time allowed for general open-ended discussion of any topic the chair should initiate the process of reaching a decision about a specific proposal.

In case there is no agreement the chair will invite at least one speaker for and one speaker against a proposal before starting the voting.

7. Voting process

The vote counters count the votes for each voting and election and ensure that proxy votes are duly counted.

All results of any voting by the GA must be recorded exactly in the minutes, including the numbers of votes in favour, against and abstaining. In secret voting blank and invalid votes shall be counted and minuted accordingly.

If a vote ends in a tie, voting has to be repeated immediately. If a second vote comes to a tie, The GA chair will cast the deciding vote.

The Assembly votes by absolute majority. If absolute majority is not reached, a second round is needed. The second round will be by simple majority. The process is described in detail below.

Votes will be given by show of hands or acclamation, unless any member asks for a secret voting. Members, who don’t cast a vote, have no effect on the calculation of the majority.

The Board will always be elected in secret voting (consult paragraph 8 for the voting process).

In any voting except elections for the Board, the voting options are:

- In favour/YES,
- Against/NO,
- Abstention.

In case of a secret voting, printed ballots must also offer these three options.

**First round – the GA votes by absolute majority**
Absolute majority voting is defined as 50% plus 1 of the total votes/ballots including proxies (at times the total number may be more or less than the number counted when the quorum was established as latecomers still have the right to vote or persons may have left the meeting room).

In case an absolute majority is not reached in the first round, a second round is needed.

**Second round – the GA votes by simple majority**

Simple majority voting is defined as 50% plus 1 of the total votes/ballots after subtracting abstentions. In secret voting blank and invalid ballots are also subtracted.

Blank and invalid ballots in secret voting are defined as:

- Ballots defined as blank, have no “YES”, “NO” or “Abstention” marked.
- Ballots defined as invalid are crossed, ticked or otherwise marked differently than instructed by the GA chair.

Blank and invalid votes must be counted and minuted separately.

In case of a tie in the second round the GA chair will cast the deciding vote.

**8. Election of the Board**

Nominations will be taken at the General Assembly where the election is to take place. Only ordinary members can stand as candidate for the Board. EATG aims to have a majority of seats on its Board for PLHIV.

No person may stand as Director for more than two consecutive terms of office, with a six-month period out of office before they may stand for election again. The term of office is two years.

Ballot papers for the election of the members of the Board of Directors will be distributed prior to the voting. Members will write down the names of candidates they want to elect as member of the Board, up to the maximum number of candidates decided. No name may appear twice on the same ballot.

All results of the votes in each round must be recorded exactly in the minutes; i.e. the total number of ballots and the number of votes for each candidate. The number of blank and invalid ballots shall also be counted and minuted.

Election procedure:

1. **The GA decides on the number of Directors on the upcoming Board.** EATG aims to have a majority of BoD seats for PLHIV and 2 seats for women. **Voting for Directors to the new Board:**

   **First round – the GA votes by absolute majority**
Absolute majority voting is defined as 50% plus 1 of the total ballots in the ballot box including proxies.

In case the number of Directors elected does not fulfill the decided number of Directors, a second round is needed.

If more than the decided number of Directors is elected, the candidates with the most votes are elected. In case of a tie between the elected candidates with the lowest number of votes and not all are needed, the voting has to be repeated immediately amongst these candidates.

**Second round – the GA votes by simple majority**

All candidates standing within the first round that were not elected after the first round will go to the second round. Simple majority voting is defined as 50% plus 1 of the total ballots after subtracting abstentions, blank and invalid ballots.

If more than the decided number of Directors is elected, the candidates with the most votes are elected. In case of a tie the GA chair will cast the deciding vote.

In case the total number of Directors elected in first and second round does not fulfill the decided number of Directors, the GA will be asked to decide whether to stay with the decided number or accept the total elected in first and second round.

If the GA does not accept the total elected, a third round is needed.

**Third round – the GA votes by simple majority**

Simple majority voting is defined as 50% plus 1 of the total ballots after subtracting abstentions, blank and invalid ballots.

If more than the decided number of Directors is elected, the candidates with the most votes are elected. In case of a tie the GA chair will cast the deciding vote.

9. **Recording of decisions and minutes**

It is the responsibility of the Secretary to ensure that correct minutes are taken and distributed in accordance with the Constitution, German and Belgian law, and this Term of Reference. This responsibility may be delegated to the Executive Director. The GA chair indicates what is not to be minuted.

Minutes of a General Assembly have to be circulated to members within six weeks following the General Assembly, accompanied by a copy of the new budget and Operational Plan as amended and agreed by the General Assembly.

**Minutes must be signed by the minute taker, the GA chair and the new appointed Secretary of the Board.**
A German translation of the minutes must be produced and filed in the Office and with the Vereinsregister. The exact wording of Constitutional changes and all proposals has to be recorded in these minutes.

For transparency reasons a list of all paid tasks done by members will be created (amount of days worked and total amount paid) and made available internally for the members of the EATG after closing the books of the previous year. This document will not be shown or shared externally.
1. Background

The EATG regularly deals with information on individuals and organisations. This falls into the following categories:

- Member and applicant-member information
- Information required for the EATG’s publications
- Information on employees, event participants, contributors and others involved in the EATG’s work
- Information on job applicants

2. Data protection

All staff must comply with the German and Belgian data protection laws in respect of all information held by the EATG.

Data about members is collected through the Membership Application form, Curriculum Vitae and the Declaration of Interest.

Member data include three major groups of items:

- General information.
- Information on the organisational background.
- Information on the skills, talents and experiences.

Other member data might be equally collected and saved for specific purposes:

- Information on the training needs.
- Information on participation in EATG activities.

Because of the highly sensitive character of the collected information access will be allowed only to:

- The Executive Director.
• The Development and Membership Advisory Group, reviewing the applications.

• The Board of Directors.

After approval by the member a ‘light’ version will be shared with the membership including only names, country and email addresses.

3. Mailing lists

The EATG’s mailing lists include organisational/professional subscribers and individuals affected by HIV and AIDS. All the information kept on these should be kept confidential.

Members of EATG are informed of and agree to being added to one or more mailing lists during their membership of EATG.

4. Information on employees, contributors and other involved in the EATG’s work

In general, personal information on people working for or with the EATG should be treated with confidence.

Contracts are subject to inspection by the Internal Auditor.

5. Information on job applicants

All information on people inquiring about jobs or applying for jobs must be kept strictly confidential by those involved in the recruitment procedure.

6. ECAB confidentiality

Special conditions apply in relation to the ECAB. See the Term of Reference: “European Community Advisory Group, ECAB”.
1. **Structure**

The Board consists of at least four and at most seven people. The General Assembly (GA) decides on the number of members of the Board of Directors (BoD).

Directors are elected for a period of two years, renewable once. After two consecutive periods in office, it is possible for a Director to be re-elected after a period of six month out of office. The Procedure for election of Directors is described in the “Term of Reference, General Assembly”.

The Directors may only co-opt one other Director in the function of Secretary or Treasurer in case serious illness or other personal circumstances makes him/her unable to perform the duties of Secretary or Treasurer for a month or more. This co-option ends with the resumption of duties by the elected Director or the next GA, whichever comes first. (Constitution §7.8)

If Directors resign between General Assemblies the BoD may co-opt new members up to the original number elected at the previous GA. If over half the BoD is replaced in this way the BoD must call a GA within four months (Constitution §7.9).

Co-opted Directors may only hold office until the next GA when, if wishing to serve for longer, they must submit themselves for election (Constitution, §7.9).

2. **Removal and disqualification of Directors**

Provisions for the disqualification or the removal of Directors are given in §7.10 and §7.14 of the Constitution.

In addition to these provisions, if a Director takes an action in actual or potential conflict with a majority decision of the BoD, or a decision of the GA and which may be harmful to the EATG, any Director may propose that the offending Director be removed from the BoD. If the proposal is seconded, a vote will be taken. If the offending Director is absent, a proposal may be made that he/she be suspended until he/she is able to be present in person.

3. **Election of Directors with specific positions and assignment of portfolios**

The Board of Directors may elect a Vice-Chair, who does not hold the office of Secretary or Treasurer at the same time.
Directors with specific positions (Chair, Secretary, Treasurer and Vice-Chair) will be elected at the first meeting of the BoD immediately after each GA, called the Constitutional Meeting of the BoD.

Individual members of the BoD are also assigned portfolios and ‘liaisons’ with Working Groups.

Any Director may be removed from such position by a unanimous vote of all other members of the BoD (Constitution, §7.10).

4. Attendance at meetings

Directors are required to attend the BoD meetings. About half of the BoD’s meetings should take place in Germany.

A quorum for a meeting of the Directors is at least half.

Meetings of the BoD are not public. The Executive Director attends the meetings of the BoD. The BoD may decide to invite or admit guests (e.g. members, staff, and consultants).

5. Calling meetings

The first meeting must be called within four weeks after the election of the new BoD.

The subsequent meetings have to be planned by the BoD on a yearly planning and scheduled by the Secretary. Skype-/teleconferences can be organized in between meetings to discuss urgent matters or follow up on decisions.

6. Proceedings at meetings

Board Meetings are chaired by the Chair of the Board, or, in his/her absence, by the Vice-Chair. In the event of the absence of both, members must elect a chair for that meeting.

**Agenda**

The agenda for each meeting will be drawn up by the Secretary in consultation with the Chair. It is also helpful to consult with the Executive Director.

The agenda will be circulated to the Directors and the members at least one week before each normally scheduled meeting.

The agenda should cover items such as:

- Adoption of the agenda
- Approval of previous minutes
- Matters arising and review of implementation of action points
- Financial update
• Working Groups update
• Projects update
• Any other business (AOB)

7. Decisions

Decisions are taken by consensus or by simple majority of votes. However, a decision by the Board may be made in writing or by phone, fax or email if all members of the Board agree to this procedure. Proxy votes may be used, being transferred to a named Director. Proxies must be in writing and specify whether the proxy is for all decisions and votes that may arise during the meeting or only for specific itemised votes or decisions.

A Director is bound by the decisions of fellow Directors even if not present at the meeting where the decisions were taken.

In the case of a tied vote the chair/the person chairing, has a second or casting vote. Abstentions are not to be counted (Constitution, § 7.4.1).

Once decisions have been made, all Directors will accept the decision and abide to the majority decision of the Board regardless of personal opinion.

The BoD should release a summary of decisions within 10 days of each BoD meeting.

8. Minutes

Minutes will be taken of all meetings or teleconference calls including the names of those present at each meeting. Signed minutes, by the Chair and the Secretary, will be filed appropriately.

In accordance with Article §7.3 and §14.4 of the Constitution, at the first meeting after its election, minutes in the German language must be taken, which are to be signed by all members of the BoD. Similarly, changes in the BoD and changes in the Constitution must be submitted for registration within 6 weeks at the Register of Associations at the Lower Court (Vereinsregister).

Minutes of the previous meeting must be approved and signed by the Chair and the Secretary at the subsequent meeting. Where minutes are agreed to be incorrect, the form of correction must be a new numbered item in the new minutes giving the number of the previous minute in parenthesis.

Action points, decisions, and responsibilities should be highlighted and agreed upon at the end of the meeting.

Minutes will normally be taken by the Executive Director or the Secretary (or a person nominated by the Secretary).

Members of the BoD who were not present will receive BoD action points within two working days following the meeting.
Minutes will be circulated within a week of the meeting to the Directors, setting out a summary of the decisions taken, listing actions to be taken, who is responsible and giving dates for their completion.

Minutes must be sent out to all members of EATG within 3 months.

9. **Confidentiality at Board meetings**

All matters discussed at BoD meetings are confidential and any BoD member who wishes to annul confidentiality must seek approval of the BoD before doing so.

However, the BoD publishes minutes for the members, which are not confidential but are for EATG internal use only.

10. **Authorisation to act**

No member of the BoD should act unilaterally in the absence of authorisation. This includes (but is not limited to):

- Entering into any contracts on behalf of the EATG.
- Issuing purchase orders for more than € 1.500
- Incurring reimbursable expenses.

11. **Directors’ expenses**

**Daily Meal Allowance (DMA) and reimbursement**

All reimbursements and requests for DMA should happen in accordance with the ToR “Reimbursement of Expenses”.

**Credit cards**

Due to the tasks linked with the EATG activities, each Director and the Executive Director are provided with a Corporate Credit Card. This card will be used by the bearer for EATG use only. The credit cards will have a monthly expense limit.

The receipts and the credit card sheet signed by the bearer are presented monthly to the Executive Director for the appropriate bookkeeping and verification together with the “Credit Card Expenses form” (similar to the “Reimbursement form”) outlining all use of the Credit Card in that month.

12. **Board of Directors honorary allowance**

All Directors receive an honorary allowance of € 500 per year for a full year of mandate. Directors joining the BoD during the year will receive a percentage of this amount based on the number of months they will be fulfilling their BoD mandate.
13. Introduction of new members of the board

New Directors should be offered the opportunity to be ‘mentored’ by another Director for a period of time. A visit to the EATG Office and meeting staff individually might enable the new Director to understand the roles of individual staff and the functioning of the Office.

It is important to ensure that new Directors understand:

- The Mission and Operational Plan of the EATG.
- The constitutional and financial framework.
- The longer-term context in which EATG's operations are taking place.
- The respective roles of Staff, Working Groups and Directors and lines of reporting and accountability within EATG.
Term of Reference
Responsibilities and obligations of
the Board of Directors

1. Legal obligations of Directors

The legal responsibilities of the Directors of charitable associations are set out in:

- The German civil law on Charitable Associations: Bundesgesetzbuch (BGB), §§ 21-79
- German tax regulations for Charitable Associations: Abgabenordnung (AO), §§ 51-60

English translations of these documents are available at the Office.

No decision of the Board of Directors (BoD) may over-rule the Constitution, Term of References (ToR), or other matters decided by the General Assembly (GA), except where the GA has inadvertently made a decision, which violates German law.

2. Overview of responsibilities of Directors

Legal Duties

The overriding legal duty of Directors is to act in good faith (i.e. in the belief that what they are doing is correct) within German charitable law. Directors are expected to act reasonably and prudently in all matters relating to the charitable association and in its long term interest. Directors therefore need to know about the legal, financial and managerial issues affecting the EATG, although they are not expected to have expert knowledge.

Directors are ultimately responsible for everything the EATG does. Neither the EATG nor its individual members have any legal liability for negligence of the BoD.

Directors are responsible for the day-to-day management of the EATG, but a reasonable degree of delegation of duties to staff is allowed.

The BoD represents the EATG in court and all other affairs. The Chair is representative in court on his or her own. The other Directors are representative in court only when two act together.

Directors are responsible for the proper administration of the charitable association in accordance with its governing documents (i.e. the above mentioned German civil legislation, the Constitution, and the
ToRs that are agreed from time to time by the GA). The responsibilities and legal obligations can be summarised as follows:

- Directors must make sure that the EATG pursues its aims (as set out in the governing documents), uses its assets exclusively to pursue those aims, and acts in the interests of its members.

- All Directors are responsible for familiarising themselves with their obligations under the Constitution and the ToRs agreed by the GA.

- As Directors of a charitable association, EATG Directors must comply with the legal requirements relating to the association’s Directors under the relevant German legislation.

- EATG Directors must ensure that they act in the best interests of the EATG even where this conflicts with private or other interests. They must not allow the EATG to continue financial transactions if they know, or should have known, that the EATG is insolvent. Charity Directors should avoid conflict with personal interests and not profit from being a Director.

- If Directors hold themselves out as having expertise in a given area, he or she will be expected to act with a higher level of care, and this will be taken into account should any issue come to the attention of the courts.

- If Directors do not seek advice on matters on which they are not expert, be they legal, financial or managerial, they could be regarded as having acted imprudently and may be personally liable for the consequences.

- Directors are jointly responsible for the activities of the EATG and must act together. No Director acting alone can bind his or her fellow Directors, unless specifically authorised to do so.

Directors are not expected to have detailed knowledge of other legislation with which the charity may have to comply (e.g. employment, health and safety, data protection) but should be aware of what legislation exists and for making sure that effective compliance systems are in place. Directors may delegate the preparation of the returns for Vereinsregister to the Executive Director (ED).

Eligibility
Under German law all Directors must be eligible for Directorship. They must follow the civil law requirements on disclosure, reporting and accounting requirements, and on trading, political activities and fund-raising.

3. Joint tasks of the Board of Directors

Role
- To direct the EATG towards the realisation of its mission
• To ensure that the organisation is effectively managed
• To ensure that the EATG has the resources to fulfil its Mission and that these resources are both protected and utilised properly
• To report to the GA
• To plan and coordinate events and projects
• To plan medium and long term strategies.

Responsibilities

1. Planning

• To implement the EATG’s Mission statement and Operational Plan and review the performance of staff (via delegation to the ED) and Working Groups in achieving it.

• To assess annually the changing state of affairs and consider EATG’s strategic development.

• To call the GA at least once a year and present an annual budget and Operational Plan for approval by the GA.

• To ensure that all appropriate documents and resolutions are filed with the Vereinsregister within the appropriate time limits.

• To ensure EATG with the necessary financial planning.

2. Organisation

• To recruit, appoint, evaluate, monitor, appraise, advice, stimulate, support, reward and if necessary or desirable, replace the staff of the organisation via delegation to the ED (see also the ToR “Delegation of Authority”).

• To regularly discuss with the ED matters that are of concern to him/her or to the BoD.

• To ensure that organisational strength and staffing is equal to the requirements of long range goals.

• To approve an appropriate salary, terms and conditions for the staff.

• To evaluate annually the performance of the BoD and take steps (e.g. relating to its composition, organisation and responsibilities) to improve its performance.

• To ensure the EATG with the necessary financial resources.
• To approve new members and to upgrade, downgrade or end membership

• To report annually to the GA on the PLHIV percentage among the Ordinary Members.

3. Operations

• To attend BoD meetings and read BoD papers in advance of meetings.

• To act as a collegiate body with collective responsibility.

• To approve new EATG ToRs between annual GAs.

• To evaluate the results achieved by the EATG in relation to its Mission and the annual Operational Plan.

• To ensure that the financial and administration structure of the EATG is adequate for its current needs and its long-range strategy.

• To provide candid and constructive criticism, advice, comments and praise.

• To promote the good name and reputation of the EATG.

• To present newly created working groups to the GA for approval and to appoint its members after calling for volunteers.

4. Audit

• To ensure that the BoD is adequately and currently informed of the activities of the EATG and their effectiveness.

• To ensure that published reports adequately reflect the nature of the services and financial condition of the EATG.

• To ensure that appropriate policies are established to define and identify conflicts of interest throughout the EATG and that these are administered and enforced.

• To co-operate with the Internal Auditor as described in the specific ToR.

• To appoint independent External Auditors subject to approval by members and approve the audited accounts.

• To review compliance with relevant laws affecting the organisation.

5. Tasks associated with Working Groups and portfolios
• To ensure that the projects in the Operational Plan are carried forward effectively and efficiently.

• To regularly report to the BoD on the progress of each project in each Director’s portfolio.

• To monitor that those delegated (either by the BoD or the GA) to carry out tasks under each portfolio or project are doing so in accordance with the Constitution, relevant ToRs and within the targets and budgets set in the Operational Plan.

• To replace those delegated to carry out these tasks if they are knowingly and repeatedly failing to carry them out according to agreed ToRs and contracts.

• To report to the full BoD and GAs any findings or recommendations arising from these duties.

• To liaise with the working groups and project leaders in order to support their activities according to BoD requirements, the Operational Plan and the GA decisions.

4. Tasks of the chair of the BoD

Role

• To ensure the BoD fulfils its responsibilities for governing the EATG according to the Constitution and agreed TORs

• To act with the Vice-chair to manage the ED, helping him/her to achieve agreed objectives.

• To optimise the relationship between the BoD, staff, Working Groups, Officers, members and external entities (e.g. organisations, institutions, networks).

Responsibilities

• To organize and chair meetings of the BoD in accordance with the Constitution and ensure that the BoD functions effectively, that it relates well with staff and members and fulfils all of its obligations.

• To prepare agendas for BoD meetings in consultation with the Secretary and the ED and send to the members for their information.

• To report to the members about the decisions made at the BoD meetings.

• To consider any concerns raised by the ED with regard to the direction of EATG, and to communicate any concerns of the BoD to the ED.

• To advise individual Directors on the proper conduct of their role.
• To approve the ED’s work plans and review his/her performance.

• To ensure annually that the BoD reviews its structure, role and relationship to staff and members.

• To represent EATG and act as a spokesperson for EATG.

• To evaluate the implementation of BoD and GA decisions by those delegated to carry them out.

• To ensure that confidentiality is implemented by the BoD, the Office staff and the members.

• Other as assigned.

5. Tasks of the Vice-chair of the BoD

Role

• To replace the Chair of the BoD when the Chair is absent or incapacitated, or by agreement and delegation of the Chair.

• To help the Chair ensure the BoD fulfils its responsibilities for governing EATG.

• To act with the Chair to manage the ED, helping him/her to achieve agreed objectives.

• To oversee effective communication between the BoD and EATG’s Working Groups

• To assist the Chair to optimise the relationship between the BoD, staff, Working Groups and members.

Responsibilities

• To chair BoD meetings in the absence of the Chair.

• To temporarily assume the responsibilities of an absent or incapacitated Chair.

• To assist the Chair as needed.

6. Tasks of the Secretary to the BoD

Role

• To oversee the functioning of the EATG office and employment systems.

• To oversee the functioning of the EATG membership and communication system.

• To ensure that the EATG operates in accordance with relevant German law and oversee compliance with legal and Constitutional reporting requirements.
Responsibilities

- To assist the Chair in drawing up the agenda for each BoD meeting in accordance with agreed procedures and to inform the membership.
- To ensure that all official records and correspondence are properly filed and archived.
- To ensure that all GA and BoD meetings are correctly minuted and that decisions are distributed to all members, staff and Working Groups.
- To ensure that all legal reporting requirements are fulfilled, including the minutes of meeting, reports from Working Groups, etc.
- To ensure that accurate records are kept of membership.
- To liaise with the Offices.
- To verify that the Office is following all agreed non-financial protocols.
- To inform the BoD and GA any findings or recommendations arising from these duties.

7. Tasks of the Treasurer of the BoD

Role

- To oversee the implementation of correct financial systems and procedures.
- To ensure that the financial decisions of the BoD are properly implemented.

Responsibilities

- To ensure good communication with the Internal and External Auditors, especially in terms of their recommendations for improved financial procedures.
- To verify that correct financial practices are being followed throughout the EATG.
- To ensure that proper financial reports are presented to the BoD including monthly management accounts and statements of all financial transactions (including purchase orders, payment, invoices, expenditure, income and cash balance).
- To prepare and present financial reports to the membership at the GA.
- To ensure that membership fees are collected.
- To report to the BoD and the GA any findings or recommendations arising from these duties.
• To inform the membership every six months about the financial and economic situation of the EATG.
Term of Reference
External Advisory Board

1. Purpose

The External Advisory Board (EAB) is constituted of independent individuals supporting the EATG mission statement. The EAB acts in non-executive, advisory capacity to the Board of Directors.

2. Terms of Reference

The External Advisory Board is consulted by the EATG Board of Directors on a case by case basis. The Board of Directors receives its advice as non-binding recommendation.

Its advice may be sought when important strategic decisions are to be taken, or when the Board seeks external advice on specific matters on:

- the Long-Term Strategy of the organization;
- the annual workplan;
- important policy, ethical dilemmas and questions the organisation might have;
- communication
- other

EAB members can be invited to any strategic meeting as decided by the BOD.

3. Composition

- The External Advisory Board of EATG will be composed of external experts from different professional backgrounds (e.g. lawyer, doctor, researcher, policy or communications experts ...).
- The EAB nominees are appointed and ratified by the General Assembly.
- The EAB members will be appointed in order to reflect the greatest diversity and constituencies within the EATG.

4. Term of Membership

The EAB will consist of an average of 5 to 7 members with diverse backgrounds. The members of EAB will serve for a fixed term of 3 years unless the Board or the GA decides to end a term. Their commitment will be evaluated by the BoD every two years. Members of the EAB can withdraw anytime without any consequences. Its members are not EATG / ECAB members and EATG / ECAB members are excluded from membership of EAB. The EAB nominees are appointed and ratified by the GA. The EAB can be consulted in writing, via teleconference or face to face. Its members are invited to specific meetings, including pre- stakeholder meetings.
5. Process

- The EAB is consulted at the request of the Board of Directors.
- Members of the EAB are excluded from membership and don’t have any decision taking power.
- Minutes from the EABs’ consultations (e.g. via TCs) will be available to the BoD and the membership.

6. Meetings

- Consultation is on ad hoc basis.
- Consultation would usually occur in written form or via teleconference.
- Face to face meetings are possible but should be the exception.
- EAB members are invited to attend the pre-stakeholder meetings.
Term of Reference
Reimbursement of Expenses

1. Background

Articles §2.5.D and §2.5.E of the Constitution make it clear that no members may be unduly refunded for services given to the EATG. Any violation of these articles could lead to withdrawal of charitable status and loss of favourable tax exemptions.

Good practice in financial procedures and bookkeeping requires original receipts to be filed in the Office in relation to all items of expenditure.

Keeping the administrative burden manageable requires members to co-operate in notifying the office in good time and delivering the receipts in good time.

All members should sign the document given at the GA thus saying they agree with and commit to the internal procedures (and also agree with the measures taken in case these rules are not respected). All reimbursements need to be in line with German reimbursement rates.

2. Flight tickets

All EATG members are requested to confirm their attendance at meetings they are invited to participate in, as soon as they receive the related invitation from the Office via PAF.

By confirming his/her attendance, the member agrees that he/she will attend and participate in the meeting. Only specific (health) reasons allow the member to cancel participating in the meeting. In this case the member should inform the office immediately, and – if applicable - send to the Office a medical certificate to allow the EATG to get reimbursement of the cost of the flight ticket.

3. Reimbursements for Visa Application cost

The EATG will reimburse the cost paid by members for issue of a EATG related travel Visa (not for passports).

If the cost is reimbursed at the event that led to the need for a travel Visa the reimbursement will be made in Euros or the local currency. Otherwise members are advised to send the Reimbursement form with all receipts attached to the office within 10 days of the event.
4. Members making own travel arrangements

All members should fill in a PAF for every meeting they attend. Members can book their own travel arrangements via the EATG approved travel agency. If members make their own travel arrangements (not using the EATG travel agency) for regular EATG meetings or activities (e.g. ECAB, working group meetings, GA), only the cost of the least expensive flight at the time of last registration will be reimbursed.

All members will receive a password to use the EATG travel agency for booking flights. Support can be given by the Office.

5. Driving to meetings

Members who will use their private car to reach the meeting will be reimbursed at a rate of 30 Euro-cent/km (adjusted in line with German reimbursement rate) plus any highway tolls and any reasonable parking expense.

Reimbursement for the use of a private car shall never exceed the equivalent of a second-class high-speed train ticket, or the least expensive air fare (if the cost of the mileage is above these two stipulations, only the lower amount will be reimbursed).

All members using their private cars to reach a meeting will fill out the Reimbursement form provided by the Office or will deliver to the Office a written and signed request specifying the number of Kilometres covered, the tolls and parking fees paid, with attached receipts.

6. Procedure for working group meetings and General Assembly

The office will always try to have ‘all included’-packages for internal meetings that include breakfast, lunch and dinner. If no such package is possible all meals should be paid by the members. They can claim Daily meal Allowance (DMA) for the days of travel using the DMA form.

7. Procedure for Representation

Members may be requested by the BoD to participate in meetings or events where the requested member will represent the EATG. In such a case a call will be made to select a member for this task.

The requested member will book his/her flight via the EATG travel agency or ask the Office to provide the flight or train ticket in due time. The member can ask the office to book a hotel or will be reimbursed for the costs after sending the Reimbursement form including receipts. For ground transport members can only be reimbursed for the use of public transport (or their own car) unless he or she can provide proof that only taxis were available.

A DMA form and a Reimbursement form with all receipts attached (hotel, food, public transport and flight ticket) should be delivered to the Office as soon as possible after the event is ended, and in any case no later than 1 (one) months after the trip. Reimbursement will be made no later than 10 working
days after the Office has received the expenses claim unless agreed differently with the Financial Manager.

8. Members being paid by a third party for participating at an event as representative of the EATG

If a member is paid money for an event (e.g. being paid by a third party as a speaker at a conference or consultant in committees) 30% will go to EATG, 70% to the individual member.

9. Reimbursement for all members

All members can claim for reimbursement of the following expenses:

- Hotel rooms 3-4 STARS or the equivalent prize.
- Flights/trains (NO business OR first class unless the ticket is booked and paid for by a third party or the price is less than the standard ticket). Health reasons are an exception to this rule.
- Mileages and Train tickets if they are the main travel way to the meeting.
- All the expenses made directly in the name of the EATG (conference fee, etc.) if approved prior to the event by the BoD or Executive Director (ED).
- Internet connection (WIFI and all the others) should be free or included in a package. If that is not the case internet can be reimbursed at a maximum of 15 Euros per day in case of official representation.
- Telephone calls if there is a special explanation and a prior authorization by ED.
- Breakfast, lunch and dinner via the DMA form (so not by receipt).

No reimbursement for:

- Taxis (unless there is a special justification and authorization given – for example, landing of the plane at a time where no public transportations were available anymore).
- Drinks.
- Minibar.
- Room service etc.

10. Use of EATG credit card

The above-mentioned costs are also the only expenses that can be paid with the EATG credit card. All other payments should be avoided.
Food can only be paid via the EATG credit card if food is not provided within an ‘all included’-package or when defined as ‘entertainment’ (need for list with all participants).

Every other expense which is paid by the EATG credit card and which is not listed in the previous allowed expenses has to be reimbursed by the BOD member to the EATG. Such expenses should be avoided.

All issues related to reimbursements will take into account exceptions for health reasons.

11. Irregular procedures

The Office will file all irregular procedures and refer the matter to the BoD if the member does not follow this procedure for three times.
Term of Reference
Paid Work done by Members

1. Background

As the EATG develops and grows and the issue of HIV treatment becomes more complex, it has become clear that in order to have an efficient and functional organisation, the EATG cannot rely solely on the voluntary contribution of its members. Paid work done by members is possible under certain circumstances. Payment of work done by members should be seen in relation to tasks that go beyond the “normal” expectancy of voluntary work. To contract members for paid work a protocol was approved by the GA.

2. Volunteer vs. Compensated Volunteer work

Volunteering is the practice of people working on behalf of others without being motivated by financial or material gain. Compensated volunteer work is defined as work carried out by members at fees below market prices, in accordance with the social accounting system, in which volunteer work has a financial impact.

3. Non-compensated Volunteer work

All of the following tasks are considered volunteer work and should not be compensated:

- Attending internal meetings (GA, governance, stakeholders meetings, etc.).
- Working group and membership activities including elected positions (BoD, WG Chairs, IA, Ombudsperson, PWG, ECAB, DMWG or any future WGs).
- Internal meetings minute taking.

4. Compensated Volunteer work

The following tasks entail work that exceeds what is considered reasonable within volunteer limits and should therefore receive some compensation:

- Protocol reviews, consultation on directives and guidelines.
- Position papers.
- Minute taking for ECAB, external projects (policy dialogue meetings), when not carried out by staff members.
• Project manager (projects approved by the BoD).
• Consultation (approved by the BoD).
• On-going projects/services that do not justify a full-time paid position, e.g. EATG Newsletter.
• Elected officers (BoD and WG Chairs) will also be compensated when performing any work that exceeds what is considered reasonable within volunteer limits.

5. Contracts with members

All paid work will take place after a call to the members or working group lists.

For any compensated work carried out for the EATG, it is imperative that a contract is signed. The procedure of appointment and contractual issues will follow the standard EATG rules, set by the BoD.

All contracts with members will be in written form. Contracts will respect Legislation of the country where EATG has its seat. The place of court is where EATG has its seat.

All contracts will be Freelance contracts.

The responsibility for paying taxes to the adequate authority on moneys received is on the receiver, not on EATG.

Contracts with members must include:

• Name, address, place of birth, nationality, bank account of the contracted member.
• Beginning and end dates of the contract period.
• A precise definition of the contracted task. There will be fixed dates for evaluations, at the first of which either party is allowed to cancel the contract.
• The agreed financial compensation.

The BoD will inform the membership on an annual basis about on-going contracts with members, the specifics of which will be in the office for inspection by the Internal Auditors.

One copy will be kept within the office. The other copy is for the contracted member.

6. Rights and responsibilities of a contracted member

To quote from the Constitution of the EATG, §10.6: “No ordinary member may vote on any financial matter, which involves a potential advantage to them, their family, or any group they are member of. They must declare any such interest should they speak on the matter. Deliberate failure to declare will result in the entire vote being invalidated”. 
Contracted freelance workers, working on a limited basis are not “employees” of the EATG, and as such, do not lose rights of being members of the EATG.

Without exception, Internal Positions of the EATG are not paid positions (BoD for being BoD, Ombudspersons for being Ombudspersons, Internal Auditors, Members of Working Groups/Groups, members for being members, etc.). See also point 3 in this ToR.

The BoD is the ultimate responsible part.

Conflicts between the EATG and the contracted member shall be handled by the Ombudspersons in case they can’t be solved between the parties involved.
Term of Reference
Membership

1. Categories of membership

There are three kinds of membership:

A. Supporting individual Membership

B. Ordinary Membership

C. Honorary membership

2. Criteria for membership

EATG manages its process of accepting new members to ensure that a minimum of two-thirds of the Ordinary Members of the organisation are PLHIV.

Applicants become supporting members in their own right as individuals rather than delegates from an organisation.

However, applicants must demonstrate some relevant link to the HIV/AIDS epidemic. Involvement in local HIV/AIDS activism is especially welcome.

Applicants must be able to understand and speak English, since the official business language of the EATG is English.

Applicants must support the Mission and Vision of the EATG.

No individual employed in the pharmaceutical industry, an entity with commercial interest in HIV or a governmental agency dealing with HIV-drugs or HIV/AIDS-health policy issues may become an EATG member.

Conflict of Interest

Consultancy work commissioned by a pharmaceutical company, an entity with commercial interest in HIV or a governmental agency dealing with HIV drugs or HIV/AIDS health policy issues has to be declared with the annual Conflict of Interest declaration. These rules are also applicable to any individuals participating on a guest status.

Therefore, members have to fill in a Declaration of Interests (DoI) attached to the Membership application and renew this every year.
The DoI will only be known to the EATG Office and DMAG and is otherwise considered confidential

3. Application

The application for supporting membership consists of the following four parts which shall be sent to the Office in its entirety:

- Membership Application form
- Declaration of interests (DoI)
- Curriculum Vitae (CV)
- Letter of motivation.

The application can be downloaded from the EATG website.

4. Membership application approval process

Upon receiving a complete application, the Office will send the application to the Development and Membership Advisory Group (DMAG) for evaluation.

The applicant will receive confirmation from the Office when the application has been receipted.

Prior to being accepted as a supporting member an applicant may be invited as guest to attend meetings of the EATG.

DMAG makes recommendations to the Board of Directors within 4-6 weeks whether to accept, reject, or defer applications for membership, giving reasons.

To secure a fair, effective and transparent membership approval process, the following criteria will be taken into consideration when evaluating an application:

1. Experience, skills and professional background
2. Geographical background
3. Gender
4. Hiv status
5. Organizational background
6. Conflict of Interest
7. Other (parenthood, drug use, age etc.)

4.1 Supporting Membership
After a positive recommendation from the DMAG and the acceptance of an applicant by the BoD, the applicant becomes a Supporting Member. This status means that the member can participate in all EATG events, make proposals but does not have a voting right in the General Assembly (GA).

Rejected applicants should be notified in writing by the Office after the BoD’s decision. Where an applicant has been rejected for reasons which may be improved, the notification should make appropriate suggestions to allow the applicant to make such improvements and reapply.

Applicants living outside Europe (Europe as defined by WHO) will only be accepted within the EATG as supporting members.

4.2 Ordinary Membership

Ordinary members are actively participating members with full voting rights at the General Assemblies.

Ordinary members who have chosen to live outside Europe for more than six months will automatically become supporting members.

4.3 Honorary membership

Any former Ordinary Member (re § 8.2.A) can become an Honorary Member, provided they support the purposes of E.A.T.G. e.V. The General Assembly decides about new Honorary Members with a 2/3 majority of Ordinary Members. Honorary Members have the right to speak at the General Assemblies. **Honorary Members have no right to vote and do not pay a membership fee.** They are entitled to ask for reimbursement of travel costs to this end.

5. Changing membership status

5.1 Upgrading of membership

After one year as Supporting Member, the BoD on DMAG’s recommendation can decide to upgrade a supporting member to ordinary member or, leave the membership status as is based on level of activity.

5.2 Downgrading of membership

Once a year the BoD, consulted by the DMAG, can change a member’s membership status from Ordinary to Supporting for four possible reasons:

- Written request by the member.
- Failure to pay membership fee.
- Failure to update DoI
• Conflict with a member that cannot be solved through the Conflict Resolution procedure.

5.3 Ending membership

Ordinary and Supporting membership terminate:

a) on resignation,

b) on exclusion,

c) upon death

Supporting Membership will be ended if the member fails to pay the membership fee and submit an updated DoI.

Ordinary members failing to pay the membership fee for two consecutive years will result in ending of membership.

Honorary Membership terminates:

1) on a declaration of the Honorary Member to the General Assembly to resign,

2) on removal of Honorary Membership by a 2/3 majority of Ordinary Members

Changing membership status must be notified by e-mail within a month after the decision taken. There is a right of appeal in accordance with the Constitution.

6. The Welcome Package

New members will receive a Welcome Package, which include the following:

1. Welcome letter from the chair of the BoD

2. EATG leaflet

3. Other EATG products if relevant.

7. New members’ meeting

EATG will seek to develop opportunities for new members to network. At the GA there will be an introduction session for new members.
Term of Reference

Members’ Rights & Responsibilities

1. Background

The EATG is a members’ organisation, dependent on the effective and voluntary involvement of its members.

Members have a right to and are expected to participate in the events, discussions and Working Groups of the EATG.

Given the complexity of HIV-related treatments issues and a membership drawn from many different countries, walks of life, and communities, it is also essential to develop civilised and transparent codes of conduct designed to prevent damaging conflict.

2. Members’ Rights and Responsibilities

The rights and responsibilities of EATG members are clearly set out in Section C (paragraphs 8 through to 11) of the EATG constitution.

3. Membership activity

Rationale

The EATG is defining itself as a member-driven organization. Hence, members are the ones who determine the future and conduct of the organization.

Volunteer work

The EATG would not operate without the members’ volunteer work.

In order to show the activity of our membership, members are requested to keep track of their time via the social accounting sheets. Elected positions, steering committees, project members, representation of EATG are obliged to fill in these sheets.

Definition of activity

EATG’s activities can be defined as:

• Providing active contribution to the work of a working group and/or EATG projects.
• Holding an appointed or elected official role for the EATG (e.g. chair/co-chairs or steering committee of working groups, ombudsperson, and representation of the EATG in external bodies e.g. EMA).

• Performing logistical or technical support: Help with the website or other social media, providing content to meetings, sharing knowledge and information to members and staff to develop activities, translation of EATG documents, writing articles for EATG etc.

Participation in the annual GA is by itself not considered an activity.

Paid work by the members
Some tasks are considered important work that needs outsourcing. This can be done by members who have the required knowledge and expertise. When such paid tasks are outsourced a call will go out to the whole membership or a working group asking for candidates. The ToR: “Paid work done by Members”, provides more information about this.

4. Membership fee
Both supporting and ordinary members have to pay the yearly membership fee.

Failure by a supporting member to pay the membership fee will result in ending of membership.

Ordinary members failing to pay the membership fee for two consecutive years will result in ending of membership.

The membership fee can be paid in cash at the latest before the beginning of the GA; members who wish to do so will announce this to office in the first quarter of the year and shall keep their full voting rights and/or status unless other reasons for a change in membership status apply.

5. Declaration of Interest
Both supporting and ordinary members have to update their Declaration of Interest each year. Failure to update their Declaration of Interest for two consecutive years will result in ending of the membership.

6. Membership records
The Office will:

• Establish a personal file for each member to include the Application form, the Declarations of Interest (DoI), Curriculum Vitae and Letter of Motivation.

• Update the contact lists and mailing lists.

• Send out social accounting sheets, sheets for reimbursement and Daily Meal Allowance (DMA).
• Remind all members by e-mail about the procedure to update the DoI once a year.

• Inform the DMAG of new membership applications and any changes in the membership status of any given member (e.g. members who leave the EATG).

• Follow up payment of membership fees and inform DMAG of failure to pay fees and missing updates of DoI.
1. Background

According to § 7.13 in the Constitution the Board of Directors (BoD) may delegate the representation of the Association to designated members or staff as special representatives, but final responsibility remains with the BoD.

The representation of the Association in Court however is limited to the members of the BoD according to the Constitution, § 7.11.

2. Objectives

It may not always be possible for the members of the BoD to cover all representation of EATG. Designated members or staff may represent EATG at various levels and stages in e.g. other international networks, NGOs, international authorities and agencies, researchers’ platforms etc.

3. Selection and Appointment of Representatives

After sending a call (e-mail) with clear indications of the required profile, candidates will be selected for permanent or temporary representations considering:

- Curriculum Vitae (training, skills, expertise and experience).

- HIV status, gender, geographical background, accountability to local/regional/national communities and to EATG (if relevant for the position).

The criteria may be subject to positive discrimination.

The BoD may directly appoint a representative without making a call to members in two situations:

1) Exceptionally for certain fixed term representations based on strategic importance of the position and with clear justification and information to the members before the appointment.

2) In either fixed term or ad hoc representations where there is an urgent need but insufficient time to conduct a call and selection process.

4. Permanent representation

The representative is chosen by the BoD.
The appointment will be announced to the membership per e-mail within four weeks.

The selected representative(s) will be appointed for a maximum period of two years (unless specified differently within the position), renewable once and including a suitable handover period.

An individual EATG member can hold up to a maximum of 3 permanent representations simultaneously.

The BoD retains the right to terminate the period before the end of the term.

5. Temporary/ad hoc representation

After sending out a call (e-mail) the Executive Director (ED) appoints the representative based on the criteria, the motivation from the candidate, previous experience etc.

6. Duties of the Representative(s)

Representatives carry out a highly visible part of the EATG policy work. To ensure that EATG “speaks with one voice” representatives must keep close contact with the BoD and all Working Groups, which are involved in the development of EATG policies (e.g. PWG, ECAB, and others).

Representatives that work as a team must pay special attention not to contradict one another in public.

Representatives must report to the BoD in written form every three months and to the Membership at the General Assembly (GA), in either oral or written form. Some reporting needs to happen even in the case of confidentiality required by the specific position.

Representatives must respect all applicable confidentiality agreements.

In case of difference of opinion between the BoD and the Representative(s), the latter must respect and carry out the opinion of the BoD until the membership has decided otherwise.

Any Representative who does not respect the directives from the GA or the BoD may be dismissed immediately.
Term of Reference
Grievance & Conflict Resolution

1. Statement of purpose

Conflict resolution structures are essential for the smooth running of any organisation by ensuring quick and fair resolution of conflicts.

This Term of Reference should help resolving possible conflicts that may arise from one member to other member such as: Improper behaviour (repeated breach of manners, rudeness, etc.); breach of specific Terms of References and/or mandates, misappropriation of funds or other assets, breach of commitment, conflict between members of a personal nature etc.

2. Responsibilities

The following bodies come into play in dealing with conflict resolution:

- The Ombudspersons
- The Board of Directors (BoD)
- Internal Auditors (IA)
- The General Assembly (GA)

3. Procedures

3.1 The course of action should proceed as follows:

STEP 1: The person tries to solve the matter without additional help

STEP 2: The Working Group the person is involved in is contacted for support (or e.g. another member).

STEP 3: The ombudspersons are asked to intervene. The Ombudspersons’ help may be requested at any stage if a deadlock is reached. They make an analysis of the situation and propose solutions for an agreement.

STEP 4: The BoD will take a final decision. If either or both parties are not satisfied with the BoD’s final decision, they may take the issue up at the next GA. The BoD’s decision will come into force automatically until the next GA
STEP 5: The GA can endorse the decision, waive it or alter it.

Conflicts between Ombudspersons, or involving an Ombudsperson, will be handled by the BoD.

3.2 Mandates

3.2.1 Ombudspersons

The role of ombudspersons is solely limited to mediating between members in conflict so that better understanding is accomplished and some sort of agreement or compromise is reached. The Ombudspersons cannot impose sanctions or enforce decisions on members.

3.2.2 Board of Directors

The BoD can decide to suspend membership or expel a member. The BoD is the sole body in the organisation, together with the GA, which can impose sanctions on members. For any decision taken regarding membership issues (ending of membership, legal, and provisional suspension) the BoD is accountable to the GA.

Any sanction(s) imposed should be explained and justified in detail. The BoD must ensure that other means of conflict resolution before imposing sanctions, or take legal action.

3.2.3 Internal Auditors

Internal Auditors may alert the BoD on issues concerning members. They provide an analysis of the situation and recommend a course of action. Alternatively, the BoD may ask External Auditors to look into matters that pertain to members and finances and request their opinion and/or recommendations.

3.2.4 General Assembly

The GA deals with conflict matters only after they have been dealt with by the Ombudspersons and the BoD. No such issue can be raised at a GA, unless it has been unsatisfactorily dealt with by the other bodies of the organisation. The GA may uphold the decision taken by the BoD, waive it or alter it. The GA’s decision will be final.

At the 2017 General Assembly it was decided to set up an Ethics and Conflict Resolution Committee (ECRC) in line with the governance review process. This committee will deal with both conflict resolution and conflicts of interest within the EATG. It will implement a structured procedure for grievance escalation and conflict resolution with sanctions and consequences enshrined in the Constitution of EATG by reference to the relevant document (Code of Conduct).

Its mandate will include formal warnings, repeat warnings, or reviewing the membership of a member in case of grave or repeated violations of the Grievance and Conflict Resolution rules. The remit of the ECRC will include conflicts among members and between members and staff. This should remove the burden of procedural escalation from the person(s) affected and allow the
Committee to actively intervene and to launch a disciplinary procedure. The Governance Review will review the position of Ombudsman in light of this motion.
Term of Reference
Verbal and e-mail communication

1. Courtesy/Politeness

As an EATG member it’s expected you don’t insult other members.

Respect others opinion even you disagree. Don’t cause problems.

Refrain from using irony, sarcasm and jokes. It can easily be misunderstood. Remember, English is not the first language of the majority of the members.

If you have been insulted, it is not wise to start an argument. Two wrongs don’t make a right!
If you can’t resolve the problem amongst yourselves, address all complaints to the Ombudspersons.

2. E-mail use

2.1 Addressing your recipients

As the amount of e-mails messages within the EATG is enormous, it is wise not to send e-mails to the entire membership unless it is necessary and in the interest of the entire membership.

For transparency; please avoid using Bcc.

2.2 E-mail replies

Replies should only be addressed to specific members that are involved in the debate unless you are certain that the information could be of interest to the entire membership. Do not automatically hit the “Reply All”-button.

Follow Threads. This means including previous message(s) for continuity.

2.3 Attachments

Try to avoid attachments when possible. Use the “cut & paste” method and include the information in the message where it is possible.

Do not attach “.exe files “.

VIRUSES ARE TRANSMITTED THROUGH ATTACHMENTS;
Some servers do have limits; please pay attention to attachments size.
Term of Reference
Internal Auditors

1. Statement of purpose

Internal auditing is an independent and objective activity designed to add value and improve EATG’s operations. It helps EATG accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control, and governance processes.

2. Objectives

The objectives of the Internal Auditors are:

- The Internal Auditors report to the members at the General Assembly (GA) of the EATG how the organisation is run on a day to day basis, how risk is managed and whether the organisation’s funds are spent in accordance with the spirit of the constitution.

- The Internal Auditors check the application of the rules of the constitution, the decisions of the GA, the procedures outlined in the existing Term of References (ToR), and the decisions of the Board of Directors (BoD). The field of intervention by the auditors includes all activities of EATG.

- The Internal Auditors decide autonomously on the timing and the extent of their investigations. All members, employees and consultants are required to fully cooperate with the Internal Auditors in their investigation of activities. The Internal Auditors are accountable to the GA only.

3. Election of the Internal Auditors

The Internal Auditors’ Group is comprised of two members. Internal Auditors are elected for a period of two years, renewable once.

Any candidate may not be a member of the BoD, nor may they be members of any group appointed by the BoD.

4. Responsibilities

- The Internal Auditors submit a report on the previous year’s accounts and management of activities to the GA. They may also at any time take the initiative for extraordinary reports required by the circumstances.
• The Internal Auditors must in addition submit a fiscal year-end report to the External Auditors in the first quarter of each year before the audit by External Auditors.

5. Procedures

5.1 Handover

Preferably at the conclusion of the GA, a handover meeting between the remaining and outgoing Internal Auditor and the incoming Internal Auditor shall take place to brief the incoming Internal Auditor about the previous year’s internal auditing work.

In case the handover is not possible at the conclusion of the GA, a handover meeting shall take place within four weeks after the election.

5.2 Audit of the previous year’s accounts and management of activities to the GA

The Internal Auditors are required to report to the GA on the accounts and management of the activities of the EATG covering the previous fiscal year. This report should include:

• Recommendations for changes or improvements in the areas covered by the investigation

• Follow up on any recommendations included in previous internal audit reports.

• A recommendation whether or not to exonerate the members of the BoD.

The following areas should be covered by the investigation leading to the annual report:

5.2.1 General Systems and procedures

• Are the existing systems and procedures adequate (ToRs, authorisations, BoD decisions)?

• Are all accounting records properly documented?

• Is the list of accounts in accordance with the organisation’s requirements?

• Is the bookkeeping system appropriate with auditing rules?

5.2.2 Specific to fiscal year in review

Finance and accounting:

• Cash and bank accounts, assets and liabilities.

• Purchasing and reimbursements.

• Membership fees and other income.
• Budget and its execution/liquidation.
• Review and discussion of the external auditor’s report.

Administration:
• Employment contracts and contracts with subcontractors.
• Insurance contracts.
• BoD minutes.
• Tax exempt status.

In order to comply with §13.4 of the constitution, the Internal Auditors’ annual report to the GA must arrive at least five weeks in advance of the annual GA at the Office of EATG.

In case of extraordinary reports by the Internal Auditors, these can be sent to the membership either directly by the Internal Auditors or through the office.

5.3 Audit of the previous year’s accounts and management of activities to the External Auditors

In addition to the report provided to the General Assembly, Internal Auditors must submit a fiscal year-end report to the External Auditors in the first quarter of each year before the audit by External Auditors.

This report will focus on confirming the correctness of EATG’s accounting practices and compliance with the constitution.

5.4 Budget and relations with the Board of Directors

The Internal Auditors have their own budget and must include an expense report in their annual report to the GA.

The Internal Auditors can suggest that the BoD obtain professional advice on specific issues.

The Internal Auditors may choose to consult with or provide an interim report to the BoD prior to submitting their annual report. This can be done at any time prior to the annual report and would focus only on the specific topic of concern.

6. Confidentiality

Internal Auditors safeguard the information that they receive. Any disclosure of information should be authorised only on the basis that there is a legal or professional requirement to do so. Any information gathered in an audit must not be used for personal benefit.
Term of Reference
Ombudspersons

1. Statement of purpose

The Ombudspersons’ mandate is to resolve conflicts, disagreements and other difficult interpersonal issues that may arise between members and/or the group as a whole so that EATG can continue to function smoothly.

2. Objectives

The primary goal of the Ombudspersons is to help solve problems and complaints through informal negotiations.

The Ombudspersons’ role is both reactive and proactive. In their reactive capacity, the Ombudspersons intervene when they are requested either by one of the parties involved in the conflict, or the BoD. The Ombudspersons’ role is particularly sensitive and requires a great deal of care and smoothness. Ombudspersons should remain impartial to all individuals and listen to members’ concerns and keep information confidential. Ombudspersons provide alternate communication channels, including mediation. They answer members’ questions or find someone who has the qualification needed to solve the predicament. Ombudspersons can also – based on their experiences - recommend necessary changes in policies.

3. Election of Ombudspersons

The Ombudspersons are comprised of two members, who are elected by the GA for a period of two years, renewable once.

Any candidate may not be a member of the BoD, nor may they be members of any group appointed by the BoD.

4. Responsibilities

The Ombudspersons are expected to submit a yearly report on their activities. The Ombudspersons cannot impose sanctions or enforce decisions on members (see also ToR on Conflict Resolution).

5. Procedures

The Ombudspersons work through informal negotiations by:
• Listening to the members involved in the conflict.

• Gathering information about the issue from all sources available.

• Consulting with any other members if they need additional information.

• Mediating between members so that better understanding is accomplished, and parties succeed in gaining insight into other aspects of the conflict, in the hope that they may be able to reach some sort of agreement or compromise.

• Trying to help resolve the problem by offering advice, alternatives, suggestions, or solutions so that the conflict ceases, thus ensuring the smooth function of the EATG.

Ombudspersons provide feedback to the BoD by reporting issues and inclinations without revealing identities.

6. Confidentiality

All information given to the Ombudspersons is confidential and will be treated with the utmost discretion by the Ombudspersons in accordance with the EATG’s ToR of Confidentiality, also after leaving the EATG.
General Term of Reference, Working Groups

1. Statement of purpose

The working groups (WG) of the EATG work by a mandate of the General Assembly (GA) to perform certain objectives.
In some cases, these groups address people and bodies outside the EATG and are required to represent and express opinions in accordance with the guidelines set by the BoD.

2. Objectives

WGs promote and represent EATG in accordance with the Mission Statement. WGs work on tasks that will have an impact upon the aims of EATG and undertake active advocacy work.

3. Structure

WGs comprises of EATG members, a chair or co-chairs, and possibly a steering committee.

Members

WG members are picked so as to represent the diverse needs, interests, and concerns of the entire spectrum of the European HIV patient community (women, men, MSM, IDUs, ethnic minorities, people in detention, transgender and other vulnerable groups). In terms of membership priority is given to people living with HIV.

WGs members should be recruited from all European countries (Europe as defined by WHO). Care is given by the WG to have as broad a geographical coverage as possible. Members are expected to demonstrate activity in their region.

Once approved by the BoD, new members are appointed to a WG based on their experience and interest. EATG members are free to express interest to join different WGs at any time.

Members who want to end their membership of a WG may stay on as EATG members.

Chairs/co-chairs

Each WG needs to have a chair or 2 co-chairs to coordinate the work of the group.

Steering committee
A steering committee is a group of 3-5 WG members chosen by the chair/co-chairs for a term of two years. It is mandatory to have a steering committee if only one chair is elected by the WG.

To set up the steering committee, the chair/co-chairs announce(s) a call for candidates over the list, and proceed(s) to nominate a steering committee. When the Steering Committee is selected, the chair/co-chairs will inform the WG members via the list. In addition the chair/co-chairs will present the Steering Committee to the WG members at the next WG meeting.

Liaison

A member of the BoD is appointed as Liaison to a WG to represent the BoD in WG meetings to watch that rules as set by the BOD are applied. He/she will also report on the group to the BOD and vice versa.

Officer (staff)

An Officer is employed by EATG and reports to the Executive Director (ED). The Officer is assigned to support the WG activities, the chair/co-chairs and the implementation of the work plan.

4. Election of chair/co-chairs

The chair/co-chairs is/are elected by the WG members prior to the GA for a two-year period, renewable once. The result is presented at the first coming GA. The co-chairs are elected for the same period. In the event of one co-chairs resigning, then any replacement/appointment is for the original term.

The process of election of new chair/co-chairs should commence three (3) months before the GA.

5. Responsibilities

Reporting WGs activities to the membership are considered of significant importance. WGs should provide reports of their meetings and activities via:

- The membership list and/or on the intranet.
- Periodical reports to the membership are recommended.
- The annual report for the GA.

The chair/co-chairs of each WG is responsible for the creation and presentation of the above reports.

Duties and responsibilities of the chair/co-chairs

The chair/co-chairs – in collaboration with the steering committee and the officer - has the following duties and responsibilities:

- Prepare meetings.
• Establish and maintain contact with partners. Organise trainings and ensure recruitment and development of WG membership.

• Assign specific tasks to WG members, define terms of reference and guide and oversee thematic portfolios.

• Ensure minute taking and approve reports and minutes prior to distribution.

• Liaise with other EATG working groups.

• Represent the group externally but it requires that the BoD is informed of such representations prior to the event.

• Responsible for the WG budget and think about funding opportunities.

• Input to the ED of general strategy/governance and aims/activities to the EATG annual Work Plan.

• Ensure WG ToR updates.

• Ensure transparent decision making.

**Member responsibilities**

• Participate actively in meetings and on the WG list.

• Respect confidentiality of the WG work.

• Respect group procedures/decisions and diverging opinions expressed by other members.

• Be visible and interact with the local community when possible.

• Be informed about local patient, legal and policy issues.

• Provide input to meeting agendas and ensure personal meeting preparation.

• Identify and propose new members suitable for the WG.

**Responsibilities of the Steering Committee**

The role of a Steering Committee is to assist the chair/co-chairs in their tasks and act as a consulting body. It has no decision-making responsibilities.

**Responsibilities of the Liaison**

• Offers support and guidance in accordance with the guidelines set by the BoD. She/he can actively participate in meeting discussions, but have no decision power.
• Can attend all WG meetings, but this is not mandatory.

• Has a seat on Steering Committee.

• Has to brief the full BoD about the decisions from the WG meetings and vice versa.

**Responsibilities of Officer (staff)**

The Officer will support the development and strengthening of WG activities. Details of their work are described in their ToR.

6. **Procedures**

6.1 **New Members**

Recruitment of new members is the responsibility of the chair/co-chairs (in collaboration with staff) and all members. People who are likely candidates are invited to attend WG meetings as guests.

It’s the chair/co-chairs that makes the final decision of a member to join a meeting. The invitation is not transferable.

Guests, who wish to attend the WG meetings, must be approved/invited by the chair/co-chairs.

A guest who wants to continue to take part in a WG has to apply for EATG membership after maximum two guest visits.

6.2 **List-only members**

For practical reasons, there is a possibility of being a list-only member, following a decision by the chair/co-chairs. List-only members are obliged to sign confidentiality agreements and then they can participate on the mailing-list, have access to information, and contribute to the discussions. List-only members can only attend WG meetings if they are invited by the chair/co-chairs.

6.3 **Suspension and termination of WG Membership**

WG members who temporarily move out of Europe can stay on the WG list as list-only members. Their membership is automatically reactivated without formal procedure when returning to Europe if their absence has been shorter than six months.

Membership can be ended for any of the following reasons:

• A request by a member to terminate his or her membership to the WG.

• Ending EATG membership because of:
  – Not updating the Declaration of Interest form for 2 years
- Not paying the membership fee for 2 years

- Breaching confidentiality
- Disrespect of group procedures and other members
- Not showing up at two meetings without serious reasons after registration has been confirmed, costing the EATG loss of money.

Members are expected to inform the chair/co-chairs if for any reason they have to stay inactive for any long period of time (e.g. health reasons, workload, travelling, etc.). During this period, they may stay on as list-only members.

Members whose membership has been ended for any reason and who wish to become WG members again have to go through the same procedure as new members. Communication is made by the office/chair/co-chairs informing the ex-member of the decision.

6.4 Decision-making

Decision-making on matters that pertain to the WG rests with the WG chair/co-chairs in consultation with the WG members.

Decisions with a financial impact, which are not in the agreed WG-budget must be taken in agreement with the BoD, Financial Manager and/or ED.

Decisions with regard to public positions (e.g. position papers, open letters, etc.) need to be taken in agreement with the BoD.

6.5 Travel

An annual programme of meetings should be distributed in the autumn of the previous year to help members plan their attendance in the coming year.

A call for each meeting will be sent out by the chair/co-chairs 4-6 weeks before each meeting. Members are expected to register within 1-2 weeks following the call and has max 1 week to confirm his/her acceptances of an invitation to join a meeting.

Once tickets are issued, only emergencies allow for cancellation. The office and the WG chair/co-chairs should be contacted immediately about the reasons.

Any cancellation will be considered as ‘no-show’ (including missing planes). Two no-shows will prompt termination of membership with the WG and possible EATG membership.

Registrations for meetings are to be approved by the WG chair/co-chairs.

6.6 Schedule
WG decisions on how many times they meet per year depending on the WG needs and budget. Additional and ad hoc meetings are possible if additional funding is found.

Sufficient time is to be dedicated to internal work, lectures and trainings.

6.7 Meeting moderators

The moderator’s main responsibility is to ensure that the issues raised in the agenda and pre-meeting are followed in a timely way - i.e. momentum of the meeting. The moderator is in charge of conducting the meeting with fair time for all members to speak.

Participants should respect the position of moderator and speak when given the floor.

6.8 Meeting minutes

WG meetings and decisions are recorded by the staff member attending the meeting or an appointed member. There is no remuneration for standard WG meetings.

6.9 Inter-group collaboration

Extra efforts will be made to further strengthen the collaboration between WGs and the entire EATG membership. There are already ad hoc connections between various groups, as there are members who belong to both.

WG will develop and implement a plan for improving access to hepatitis C prevention, diagnostics, current and future treatment and care, co-infection with HIV, stigmatized groups and in Eastern Europe and Central Asia.

6.10 Conflicts

Disrespect of group procedures or other members
If a member disrespects group procedures or other members, the chair/co-chairs must ask the member to respect rules, procedures and show good conduct. The chair can ask the BoD for a suspension of membership if he/she deems that the problem is too serious. The final decision for a termination of the WG membership rests with the chair/co-chairs. All parties must be heard before a decision is reached.

Termination of the chair’s position
If the chairs/co-chairs are not doing their job properly (inactivity, lack of commitment, serious mistakes, inappropriate behaviour towards members, etc.) the BoD liaison has to take the matter to the BoD. The BoD will decide by qualified majority about the termination of the chair in question and will ask the WG to elect a new chair.

Before the chair’s position is ended, the chair has the right to be heard by the BoD and present his or her side of the matter.
7. Financing

Fundraising is the responsibility of the BoD and the ED. Chair/co-chairs have the responsibility to keep the BoD and ED informed regarding upcoming projects and budget requests. If they have any knowledge of possible funders, they can advise the BoD and ED. Chair/co-chairs – in collaboration with the officer - have the responsibility to closely monitor their budget and make sure the budget does not go over the agreed limit. They need to inform the ED/BOD in case a problem arises.

8. Confidentiality

In the particular case when members must sign an agreement of confidentiality by request of EATG or an external partner, this confidentiality agreement cannot be broken.

All data kept in files and emails in lists are confidential.

Breaching confidentiality

In case of a breach of confidentiality the following procedure will be followed:

a. A hearing will be held with the chair and the BoD liaison at which the member in question will have to explain why s/he breached confidentiality.

b. If the explanation is not deemed satisfactory, the person’s membership will be ended.

c. This decision will be communicated to all interested parties and the WG.
Term of Reference
Development and Membership Advisory Group,
DMAG

1. Statement of purpose

DMAG is an advisory group to the Board of Directors (BoD), the General Assembly (GA) and the membership of EATG.

2. Objectives

The objectives of DMAG are:

- To develop transparent, fair and effective membership involvement and development systems.
- To assess the adequacy and effectiveness of the internal working structures of the EATG and make recommendations for their development.
- To monitor the correct functioning of the EATG according to the Constitution and the ToR adopted by the GA.
- To evaluate applications for membership and make recommendations to the BoD.
- To review the returned Declarations of Interest (DoI) as well as the payment of membership fees annually.

3. Structure

DMAG comprises of a chair and a minimum of three members.

The members are chosen after an open call to the membership list. An application has to include a letter of motivation. New members are chosen by the members of DMAG.

A BoD liaison is appointed to DMAG.

4. Election of chair

The chair is elected by the DMAG members prior to the General Assembly (GA) for a two-year period, renewable once. The result is presented at the first coming GA.
5. Responsibilities

The responsibilities of DMAG are:

- Consider applications for membership and make recommendations to the BoD.
- Evaluate new member’s engagement with the help of their mentor and working group’s chairs and make recommendations to the BoD.
- Review members’ DoI and deliver an opinion on possible conflict of interest. In case of any cause for concern the DMAG will bring the issue in question to the attention of the BoD.
- Review memberships annually for recommendation to the BoD regarding upgrading, downgrading or ending of membership.
- To assist the BoD in drafting and presenting new ToRs where needed.
- Oversee and maintenance of the EATG ToR reference book.
- Monitor that the Constitution is being upheld.
- Make recommendations to the GA in case alterations and clarification of the Constitution are needed.

6. Procedures

6.1 Meetings

The DMAG will meet at least two times a year. The agenda is compliant with DMAG objectives and responsibilities.

The DMAG will take minutes of all decisions taken.

7. Confidentiality

All information given to the DMAG is confidential and will be treated with the utmost discretion by the members of the DMAG in accordance with the EATG’s ToR of confidentiality.

Membership information will be kept in the EATG office under a secure system.
Term of Reference
European Community Advisory Group, ECAB

1. Statement of purpose

The European Community Advisory Board (ECAB) is a working group of the EATG. It is a pan-European network of activists, many living with HIV, working together to end the epidemic by advancing research on HIV/AIDS, co-infections, co-morbidities and new preventive technologies broadening access to treatment, and training/mentoring new HIV-advocates.

ECAB is a volunteer, community-based structure, collaborating actively with other groups sharing our philosophy in other geographical areas and national CABs.

ECAB aims to promote the harmonisation of good clinical practice, standard of care and access to best available therapies and diagnostic tools throughout Europe as defined by WHO.

2. Objectives

Treatment activism is an integral part of the drug development and research process since the beginning of the HIV/AIDS epidemic. Therefore, ECAB works with the HIV community, government, researchers, academics, the European Commission and the pharmaceutical industry to provide a systematic, efficient, manageable and accountable network of activists speaking from the unique perspective of the HIV-affected community in Europe as defined by WHO.

Its objectives include:

- Review clinical trial design at planning stage.
- Monitor on-going trials with regard to adverse events, compliance, and community priorities.
- Stay informed of interim results.
- Suggest and initiate trials to reflect patient and community needs.
- Suggest strategic therapeutic trials and research driven by public health needs.
- Represent the interests of PLWHA and in particular of those participating in clinical trials.
- Review informed consent forms for both content and language.
• Promote best practice procedures and ethics.
• Represent the patients’ perspective within other entities such as investigator and advisory meetings and DSMBs.
• Advocate for fair, sustainable, and affordable pricing and access to treatment.
• Promote universal access to treatment in the WHO Europe countries.
• Promote access to treatment for vulnerable groups (women, children, IV-users, etc.).
• Support efforts to harmonise safety reporting in Europe, and better involvement of patients in adverse events reporting
• Promote research on new preventive technologies, and immune-based therapies.
• Promote the development of new and effective therapies for hepatitis and TB co-infected patients.
• Address the specific needs of women, children, injecting drug users, prisoners, migrants, transgender, MSM, sex workers, ethnic minorities and other vulnerable populations.
• Work proactively, anticipating treatment needs of HIV-positive people.

3. Structure

ECAB comprises of EATG members, a chair or co-chairs, and a steering committee. A steering committee is a group of 3-5 ECAB members chosen by the chair(s) after an open application process.

Guests who wish to attend ECAB meetings must be approved/invited by the chair/co-chairs. If a guest wants to continue to take part in ECAB, he/she has to apply for EATG membership after maximum two guest visits.

An Officer employed by EATG is assigned to support the ECAB activities, the chair/co-chairs and the implementation of the work plan.

4. Election of Chair/co-Chairs

The chair/co-chairs is/are elected by the ECAB members prior to the General Assembly (GA) for a two-year period, renewable once. The result is presented at the first coming GA.

5. Responsibilities

See the Term of Reference, Working Groups.
6. Procedures

6.1 Schedule

ECAB meets 5 – 6 times per year over the weekend. Additional and ad hoc meetings are possible. Friday and Saturday are open for meetings with external parties. Sundays are available for training, lectures and internal subjects.

6.2 Registration

Certain registration criteria apply. These include good geographical representation, members with certain skills and financial capacity. It is the chair/co-chairs that makes the final evaluation of a member to join a meeting. The invitation is not transferable.

6.3 Meeting moderators

The moderator is in charge of conducting the meeting with fair time for all members to speak. The moderator summarises the meeting to the company at the end.

6.4 ECAB related documents:

1. ECAB confidentiality agreement
2. Terms of reference company liaisons and thematic portfolios
3. Protocol reviews
4. Minute-taking

7. Confidentiality

It is important that the community has access to information from the pharmaceutical industry and research initiatives. Therefore, ECAB requires companies and/or research networks to disclose information on treatment- and prevention-related developments as it is available and prior to publication. This information disclosed towards ECAB is considered non-confidential unless explicitly stated otherwise.

Discussions held within ECAB and on the group's mailing list regarding ECAB procedural and governance-related matters shall be kept confidential. Therefore, a confidentiality agreement is signed by ECAB members when they join the group. ECAB guest participants must sign the ECAB confidentiality agreement in order to protect the group. Positions and decisions by ECAB are public.
Term of Reference
Policy Working Group, PWG

1. Statement of purpose

The Policy Working Group (PWG) is a working group, actively involved in advancing access to HIV early diagnosis and treatment and frequently related epidemics (e.g. Tuberculosis, viral hepatitis and sexually transmitted infections) issues in Europe and Central Asia, as well as community involvement.

These activities involve monitoring the HIV treatment-related political health agendas in Europe (e.g. Council of Europe, WHO, UNAIDS), and EU Institutions (The Commission, Parliament and relevant institutions or committees that have an impact on HIV policy making at EU level).

The PWG also advances the concerns, recommendations and interests of EATG constituency to European and international institutions and their decision-makers.

2. Objectives

The objectives of PWG are:

- Monitor the EU and international health agencies’ policy and legislative developments that are relevant to the work of EATG and report back to the EATG and BoD.
- Monitor relevant developments in Europe and Central Asia and provide advocacy support as appropriate.
- Develop and promote EATG’s position on public health and HIV-related policies.
- Develop and implement policy initiatives on key policy issues for EATG work.
- Develop the capacity of members to engage in EATG activities.
- Help advance equal and universal access to best standard of care and early diagnosis.
- Advance HIV-related public health policies bases on scientific evidence and human rights (e.g. sex work, drug use, migration, prisons and MSM).
- To work together with other NGOs and relevant stakeholders to further EATG goals as and when appropriate.

3. Structure
The PWG comprises of EATG members, a chair or co-chairs, and possibly a steering committee. A steering committee is a group of 3-5 PWG members chosen by the chair/co-chairs for a term of two years. It is mandatory to have a steering committee if only one chair is elected by the WG.

An Officer employed by EATG is assigned to support the PWG activities, the chair/co-chairs and the implementation of the work plan.

4. Election of Chair/co-Chairs

The chair/co-chairs is/are elected by the Working Group members prior to the General Assembly (GA) for a two-year period, renewable once. The result is presented at the first coming GA.

5. Responsibilities

See the General Term of Reference, Working Groups.

6. Procedures

6.1 Meetings

There will be at least one PWG meeting per year. Smaller policy meetings take place throughout the year, related to concrete activities and defined outcomes with a limited number of active PWG members attending.

6.2 Decision-making

See the General Term of Reference, Working Groups.

6.3 Steering Committee

To set up the steering committee, the chair/co-chairs announce(s) a call for candidates over the list, and proceed(s) to nominate a steering committee. When the Steering Committee is selected, the chair/co-chairs will inform the WG members via the list. In addition the chair/co-chairs will present the Steering Committee to the WG members at the next WG meeting.

7. Confidentiality

See the General Term of Reference, Working Groups.
1. **Statement of purpose**

The Training and Capacity Building Working Group (TCWG) shall work in the areas of Training and Education (Internal and External of EATG) and Capacity Building (Internal and External of EATG). The TCWG will work to ensure good practice in relation to the delivery of learning, training and capacity development activities. It will also provide a forum for skills development for trainers involved in delivering learning and development activities.

2. **Objectives**

The objective of TCWG with regard to ‘Training and Education’ is to identify, plan, deliver, monitor and evaluate learning and training activities both within EATG and externally of EATG. As any WG TCWG will also be responsible for the training of its members and trainers by making sure that their knowledge is up to date and needs to ensure there is a mentorship programme in place for new Trainers.

The TCWG will monitor, evaluate, build on existing relationships, identify new relationships, engage members into the organisation of EATG, support in the development of visual informational materials, including translations, and to support the Training Co-ordinator in his/her role. For the purpose of TCWG work the term “Capacity building” is defined as empowering the community to apply the knowledge and skills in the HIV field and beyond.

The training and Capacity building Working Group (TCWG) brings together those members of EATG interested in training. By means of its activities, TCWG builds and expands the capacity of EATG as an organization to conduct and evaluate trainings in all European countries and at all levels of professional expertise and backgrounds.

3. **Structure**

See general TOR working groups.

4. **Election of chair/co-chairs**

See general TOR working groups.

5. **Responsibilities**

   a. **Planning and delivering EATG Training programmes**
The TCWG will:

- Plan operationally for recruitment activities including information sessions, short listing, interviews, post training interviews, and welcome events
- Review, update, and develop the recruitment process for Trainers
- Plan, operationally, a learning and development framework for Trainers
- Identify and plan operationally, in conjunction with the Training Co-ordinator or other staff members, members of EATG and or external agencies for training opportunities
- Identify funding sources including grants, donations and other in-kind opportunities and to lead on the preparations for the applications after endorsement by the BoD

b. Planning and delivering learning and development

The TCWG shall:

- Plan, operationally, in conjunction with the Training Co-ordinator and Trainers, a learning and development framework for members
- Assign tasks and roles for the delivery of learning, development, and training activities
- Assign relevant training modules to be developed in line with the standard module plan including relevant documents to accompany presentations
- Review, update, and develop training manuals and resources, including the web page
- Lead on the process of identifying new training needs

c. Monitoring and evaluating training, learning, and development

The TCWG shall:

- Review monitoring and evaluation data from training, learning, and development activities (including external training)
- Help to gather feedback
- Reflect on the effectiveness/impact of activities
- Help to ensure a timely report, is written and delivered to reflect the project

d. Ensuring good practice in the delivery of learning, development, and training activities

The TCWG shall:

- Provide a forum to share skills and reflect on practice
- Identify training needs within the group and EATG membership
- Review external developments around educational and learning activities
- Support new and existing Trainers in their own development

e. Elaborating periodical strategic and action plans

The TCWG shall:

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1 The trainer is the person teaching skills to trainees and prepare them for stronger involvement in science, advocacy and/or training by providing training during the training sessions, preparing the materials, facilitating dialogue and interaction, building capacity etc (define clear definition)
• determine the technical skills and value-based characteristics that advocates/activists must perform to contribute to the objective;
• determine the training needs, either cross-cutting or context-specific, that actual advocates/activists have to develop such skills and characteristics;
• design, implement and evaluate (or identify from third parties) training activities whose learning objectives and learning methods are consistent with the identified training needs; and
• evaluate both the outcome and the impact of those activities in relation to the overall EATG workplan/strategy and TCWG objective.

Outcome assessment can be done through multiple tools, including pre- and post-test evaluations of participants. Impact assessment can be done by surveying and/or interviewing participants time after (3-6 months) their training was completed in order to measure to which extent it has made a positive difference or not, and why, in their performance and ultimately in their communities. Data from the outcome and impact assessments will be used to review the strategic and action plans as needed.

6. Procedures

See general TOR working groups.

7. Financing

See general TOR working groups.

8. Confidentiality

See general TOR working groups.

9. Selection Procedures

a. Selection of trainers

The selection of trainers will be directly linked to the individual trainings undertaken by EATG.

An open call for trainers within and outside of EATG will be sent out specifying the requirements for application. The required expected knowledge / experience and characteristics from the trainers will change and vary according to each training / project delivered. Therefore, they will be set together with the development of a very first draft agenda - prior to the call.

After the closing date for applications a selection committee of 3 – 5 people will be put together from the TCWG membership. The committee consists of the Training co-ordinator, the TCWG BoD liaison and minimum one third person (member SC; TCWG chair ...). This committee cannot be made up of any members who have applied to be a trainer.
Following an open call for interest within the Working Group, the remaining members of the committee are to be selected by the Training Coordinator, the TCWG BoD liaison and TCWG chair. If one of these parties has applied as trainer, they will be replaced by another SC member.

All applications for trainers must follow the required application process, including if requested a motivation covering letter. The selection process will then take place by the selection committee and a written scoring / marking system used for the selection process. Once selection has been made the BoD will approve the decision and an announcement will be made to members.

9.2 Selection of the participants

For each training project, the TCWG shall define criteria for participants with regard to expected knowledge/experience level and – if required – criteria with regard to background or region.

An open call for participants will be sent out. After the closing date for applications the participants are to be selected by a selection committee. This committee cannot be made up of any members who have applied to be a participant. The committee should also include the Training Co-ordinator and if requested the BoD liaison.

All applications for participants must follow the required application process, including if requested a motivation letter. The selection process will then take place by the selected committee and a written scoring / marking system used for the selection process.

In case of disagreement about a participant the majority decides.

10. Collaboration with other organizations

In case the TCWG organizes training in cooperation with another organization, a contract between EATG and the partner organizations shall be established specifying the roles and responsibilities of the organizations prior to the launch of the project.

An advisory committee of 3-5 people comprising of representatives from TCWG and the partner organizations shall be put together. The committee shall include the training coordinator and if requested the BoD liaison. The advisory committee shall be consulted in the selection process for participants and trainers following the usual procedure as outlined above.

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Term of Reference
Finance Committee

1. Role of the Committee

The role of the finance committee is primarily to provide financial oversight for the organisation. The Financial Committee monitors the implementation of the budget and assists the organisation in the planning and coordination of all financial activities and fundraising in support of the EATG long term strategy.

2. Composition

- BoD Treasurer
- Two other EATG members, with experience in finances and/or fundraising
- Executive Director
- Financial Manager

The two other EATG members will be selected by the Treasurer/ED/FM for a term of two years renewable once.

3. Chair

The Chair of the committee is the BoD Treasurer.

4. Reporting

The Chair of the committee is responsible for reporting to the BoD and the General Assembly.

5. Meetings

The Committee will hold at least one face to face meeting a year. The Committee will hold more meetings via teleconference. Guests/external advisors can be invited when needed (e.g. fundraising coordinator, internal auditor). Any committee member can request a meeting when needed. There will be a budget allocation for one meeting, other meetings should be piggy-backed onto other meetings and the extra costs will be taken from bod/members/staff representation budget.

6. Specific responsibilities

The Finance Committee advises the Board of Directors on:
- Solvency of the organisation (EATG)
- Overall financial strategy and financial forecasting
- Annual estimate of income and expenditure
- Annual accounts
7. Budgeting and Financial Planning

- Develop an annual organisational budget and agree the budget within the finance committee.
- Monitor adherence to the budget.
- Determine the financial implications of the strategic plan and plot them into a multi-year budget that will financially support the implementation of the strategies.
- Develop multi-year budgets that integrate strategic plan objectives and initiatives.
- Creation and monitoring of internal controls and accountability policies.
- Present all financial goals and proposals to the board of directors for approval.
- Present budgets and report at General Assembly

8. Reporting

- Develop useful and readable report formats including demonstrating how expenditures relate to our strategic goals and objectives (LTS).
- Develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
- Understand the implications of the reports.
- Present the financial reports to the full board.

Effective finance committees require staff to provide highly contextual reports clearly communicating the organisation’s financial and cash position, its adherence to the budget, its allocation of resources toward the accomplishment of its mission, and its support of any donor-imposed restrictions on contributions. Having a predetermined list of reporting expectations permits staff to allocate enough time to produce accurate, high quality reports and not be caught off guard by ad hoc requests. In addition, these reports should help to focus the board’s discussion about expected outcomes and potential strategies for overcoming setbacks or changes in the financial environment.

9. Internal Control and Accountability Policies

- Create, approve, and update (as necessary) policies that help ensure the assets of the organisation are protected.
- Ensure policies and procedures for financial transactions are documented in a manual, and the manual is reviewed annually, and updated as necessary.
- Create procedures that facilitate the members reimbursements
- Create guidelines on cash flow, risk tolerance and expenditure levels, authorisation for executing transactions, disposition of income, etc.
- Ensure EATG retains a high level of transparency.
• The committee can ask for clarification of any ongoing issues or decisions regarding finances

Although the entire Board of Directors carries legal responsibility for the organisation, the finance committee serves a leadership role in this area, making sure appropriate internal control procedures for all financial transactions are documented in a manual and followed by staff. The committee should also play a role in determining bank account signatories as well as overseeing all legal and governmental filing deadlines are met.

Finance committees are also often charged with ensuring compliance and/or developing other policies that further serve to protect the organisation and manage its exposure to risk. These include proposing to the board of directors policies surrounding:

• Long-term contracts or leases
• Loans or lines of credit
• Insurance requirements and reviews

10. Fundraising

• Develop and present a diversified fundraising strategy to the board of directors that responds to the priorities identified in the business plan and budget.
• Monitor fundraising portfolios
• Prioritise fundraising opportunities based on workplan and LTS
• Oversee, monitor and evaluate the implementation of the fundraising strategy including liaising with fundraiser
• Be responsible for involving Board members in fundraising, e.g., chairing a fundraising event, making the case for funding support to a key donor, acknowledging and thanking key donors.
• Review the EATG Ethical fundraising guidelines.

11. Role of the Chair

As chair of the finance committee, the board treasurer makes sure the committee does its job. Specific duties of the chair include:

• Serving as the principal liaison between the committee and the full board,
• Propose for approval by the board: annual budget, updates, fundraising strategy etc.
• Working with the financial manager to set an agenda for each committee meeting,
• Preparing feedback of the GA and proposals for approval and acknowledgement
• Keep the board informed of its financial duties and responsibilities

An annualised committee task list is a useful tool for organising the committee’s work. This could take the form of a month-by-month timeline or calendar that integrates budgeting and financial planning deadlines, internal report deadlines, dates to review and update policies and procedures, and dates of finance committee meetings and full board meetings.
The presence of a fully engaged finance committee is a strong indication that an organisation is committed to good stewardship and is actively building and preserving the financial resources necessary to support the accomplishment of its mission, both for the short and the long term.

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Term of Reference
Membership recruitment and involvement strategy

1. Background

At the EATG 2016 General Assembly, a motion was passed to put a hold on accepting new members until the Board creates a Membership Recruitment Strategy (MRS) – latest by the end of December 2016. Although EATG has become a rapidly growing organization in the past couple of years, there is still missing expertise and representation from the membership. This situation can be improved by having an MRS in place that gives clear guidance for targeted recruitment, guidelines to evaluate applications, and a plan to assess outcomes.

2. Objectives

Recruitment of new members should focus on gaps and needs in representation and skills/expertise that are needed for the successful delivery of the Long Term Strategy (and the Work Plan). The MRS should identify steps that can be applied immediately, while others need to be based on a proper skills and expertise audit. The MRS should include a plan to assess outcomes.

3. Recruitment process

EATG membership is open for application to all individuals living within Europe (or outside for members that move towards other parts in the world during their membership). Finding new members can be done based on individual applications or active recruitment.

Active recruitment can be done throughout the year via:

- Activities organised by EATG (STEP UP; SH meeting; community feedback session ....)
- Participation of members at events (conferences; seminars; .....)
- ‘Strategic’ recruitment based on specific needs and criteria.

4. Strategic recruitment criteria

In the recruitment and acceptance of new members, the following aspects should be considered. They are not exclusion criteria (for people not fitting into the profile) but recommendations for active recruitment and approval.
EATG strives at having a right balance reflected within its membership taking into account the face of the epidemic within Europe by a specific reference to GIPA as a core dimension of EATG. Thus the focus of the strategic recruitment will reflect:

(Sub-) regional, national and cities representation

Based on the current membership list, the list of missing countries, local regions or regions within Europe should be identified on an annual basis and targeted recruitment should be started immediately from those countries where EATG does not have members and from the regions where the membership is under-represented.

Looking further into the current membership, gaps should also be identified in case of countries/regions where the current membership does not include PLHIV or does not represent the epidemic of the country/region.

Key populations

An analysis should be conducted on a yearly basis to identify those key populations that are not represented or are underrepresented in the organization and in consideration of the Long Term Strategy and the Work Plan.

After the analysis of the gaps active outreach towards to the main partner networks of key populations should be done by the board and other members asking them to recommend people to join EATG.

Gender balance

EATG should monitor a good gender balance within its (active) membership in order to reflect issues related to HIV faced by women across European region.

Other characteristics within the epidemic

Balance should also be kept on other aspects as reflected within the epidemic such as age; cultural and national background etc.

Skills and expertise

Based on the skills and expertise “audits” that have been performed (and that should be updated regularly via the DoI or other specific surveys), an overview of membership skills is available. The data from this list should be used for the active involvement of members in the implementation of our activities, but also within the development of strategies and work plans. DMAG should update the list on an annual basis.

Based on the existing survey results, the Board should identify gaps in expertise and skills that are needed for the objectives of the LTS.

5. Procedures
In general, every member has the right to and the honour of recruiting new members to the organization. Still targeted recruitment should take place based on the identified gaps and needs. The BoD and DMAG will be communicating to the membership clearly and on a yearly basis the targets and criteria for next year (see below, paragraph 7).

EATG members and staff represent EATG in different forums, are part of networks and organizations, and attend events (conferences, workshops etc.) on behalf of EATG. These events and working relations should be used as platforms for targeted recruitment.

6. Evaluation of new applications

Based on the Membership recruitment strategy, DMAG will develop a guidance of evaluating new applications and make recommendations to the Board which applicants to accept to EATG. This guidance will include prioritisation criteria based on the above strategic recruitment criteria.

Recommendations:

- The membership application form will include a question that asks in detail about the expertise of the new applicants that they would bring to EATG (as an open-end question or a list of expertise that has been identified by the Board in line with the LTS and WP)
- the DoI form will ask on an annual basis about new expertise/knowledge if any they have acquired in the previous year. That will help EATG track the expertise and skills of the membership;
- Review and update the MRS annually and report to the GA.

7. Maximum number of members

There is no fixed maximum number of members. It will be up to the board / General Assembly to perform an annual analysis of membership, available funds, capacity within the organisation to decide (or not) to open applications for membership or not. Based on that analysis a (temporary) stop might be decided upon. Based upon the above mentioned priority criteria the board might also decide to only approve people with these profiles for a certain moment in time. Such changes in recruitment should be clearly communicated to the membership and mentioned on the website / membership application form.

8. Values and considerations

EATG is a patient-driven organization dedicated to activism and advocacy. Therefore its membership should have a majority of people living with - at risk of - HIV, other co-infections or other blood born and sexual transmitted infections. When recruiting and accepting applications we need to keep in my mind to keep a desired proportion (currently 2/3 ratio of people who declared their HIV status) of PLHIV in the organization.

The increasing number of membership also gives extra burden on staff and creates obstacles to the meaningful and active involvement of the members in the work of the organization.
Keeping in mind possible increase in number of ordinary members, democratic role of the GA and burden to budget, EATG needs to look into other (electronic, online) voting procedures that would allow more members’ participation in decision making at GAs.

Due to the growing membership, within the office there should be a staff member with a profile of a “Membership Engagement Coordinator” that would keep regular contact with the membership, allowing the ED to focus on development issues as part of his support to DMAG.

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